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**DECLARATION - USA PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled METHOD AND PROCESS FOR SECURING AN APPLICATION PROGRAM TO EXECUTE IN A REMOTE ENVIRONMENT; the specification of which was filed on November 29, 2000, as Application No. ().

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

We hereby authorize and request Knobbe, Martens, Olson & Bear, LLP, and its attorneys, 620 Newport Center Drive, Sixteenth Floor, Newport Beach, California 92660, Customer No. 20,995, to insert the application number of said application, when known, in the above parentheses;

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: Andrew A. Chien

Inventor's signature

Date

Residence: 8238 Sugarman Drive, La Jolla, CA 92037

Citizenship: United States

Post Office Address: 8238 Sugarman Drive, La Jolla, CA 92037

Full name of second inventor: Brad Calder

Inventor's signature

Brad Culh

Date

12/4/00

Residence: 6865 Robbins Court, San Diego, California 92122

Citizenship: United States

Post Office Address: 6865 Robbins Court, San Diego, California 92122

Send Correspondence To:

KNOBBE, MARTENS, OLSON & BEAR, LLP

Customer No. 20,995

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Application No.: _____
Filing Date: November 29, 2000

PATENT
Client Code: ENTRPA.006A
Page 1

ASSIGNMENT

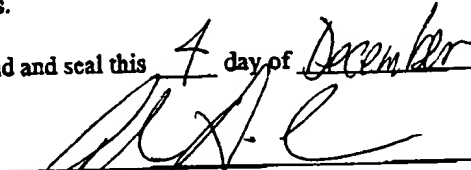
WHEREAS, We, Andrew Chien, a U.S.A. citizen, residing at 8238 Sugarman Drive, La Jolla, CA 92037, U.S.A., Brad Calder, 6865 Robbins Court, San Diego, CA 92122, have invented certain new and useful improvements in a METHOD AND PROCESS FOR SECURING AN APPLICATION PROGRAM TO EXECUTE IN A REMOTE ENVIRONMENT for which we have filed an application for Letters Patent in the United States, Application No. _____, filing date: November 29, 2000. We hereby authorize and request Knobbe, Martens, Olson & Bear, LLP, and its attorneys, 620 Newport Center Drive, Sixteenth Floor, Newport Beach, California 92660, Customer No. 20,995, to insert the application number of said application, when known, in the above parentheses;

AND WHEREAS, Entropia, Inc. (hereinafter "ASSIGNEE"), a California Corporation, with its principal place of business at 4350 Executive Drive, Ste. 200, San Diego, CA 92121, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said inventors, do hereby acknowledge that we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, his successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and we hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, his successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we will communicate to the said ASSIGNEE, his successors, legal representatives and assigns, any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, his successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

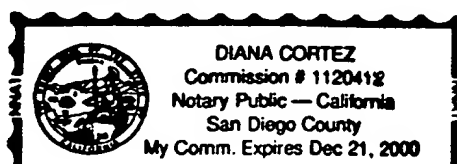
IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 7 day of December, 2000



Andrew Chien

STATE OF California }
COUNTY OF San Diego } ss.

On 12-4-00 before me, Diana Cortez, personally appeared Andrew Chien personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.





Application No.: Unknown
Filing Date: November 29, 2000

PATENT
Client Code: ENTRPA.006A
Page 2

[SEAL]

Notary Signature

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 4 day of December, 2000

Brad Calder

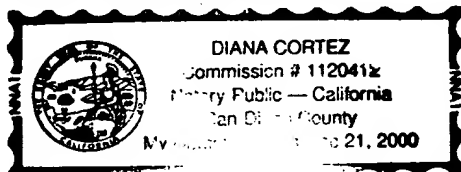
Brad Calder

STATE OF California }
COUNTY OF San Diego } ss.

On 12-4-00, before me, Diana Cortez, personally appeared Brad Calder personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



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120400

Diana Cortez

Notary Signature

